

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CONFIRMATION OF SECURITY INTEREST GRANT

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Take-Two Interactive Software, Inc.		08/31/2009	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Wells Fargo Foothill Inc., as agent
Street Address:	1100 Abernathy Road
Internal Address:	Suite 1600
City:	Atlanta
State/Country:	GEORGIA
Postal Code:	30328
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 21

Property Type	Number	Word Mark
Serial Number:	77669443	GTA TV
Serial Number:	77669436	ROCKSTAR TV
Serial Number:	77678236	REPUBLICAN SPACE RANGERS
Serial Number:	77693245	LIVING ROSTERS
Serial Number:	77701331	IRRATIONAL BOSTON
Serial Number:	77706451	GRAND THEFT AUTO IV: THE LOST AND DAMNED
Serial Number:	77707211	GRAND THEFT AUTO IV: THE LOST AND DAMNED
Serial Number:	77709902	BIOSHOCK
Serial Number:	77715935	ROCKSTAR
Serial Number:	77616897	R
Serial Number:	77614814	ROCKSTAR LOFT
Serial Number:	77614900	R
Serial Number:	77614881	ROCKSTAR GAMES

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Serial Number:	77616894	R
Serial Number:	77616901	R
Serial Number:	77616905	R
Serial Number:	77627445	R EST. 1998 ROCKSTAR WAREHOUSE
Serial Number:	77627435	R EST. 1998
Serial Number:	77616981	R
Serial Number:	77636344	R
Serial Number:	77652956	YOUR GAME HERE

CORRESPONDENCE DATA

Fax Number: (212)593-5955
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 212-756-2552
Email: marisa.kaplan@srz.com
Correspondent Name: Marisa Kaplan, Esq.
Address Line 1: 919 Third Avenue
Address Line 2: 22nd Floor
Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER:	025983-0139
NAME OF SUBMITTER:	Marisa Kaplan, Esq. (025983-0139)
Signature:	/kc for mk/
Date:	09/01/2009

Total Attachments: 3

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CONFIRMATION OF SECURITY INTEREST GRANT

(TRADEMARKS)

WHEREAS, the Grantors listed on the signature pages hereof (collectively, jointly and severally, the "Grantors"), hold all right, title and interest in the trademarks listed on the annexed Schedule 1A, which trademarks are pending in the United States Patent and Trademark Office (the "New Trademarks");

WHEREAS, each Grantor has entered into a Trademark Security Agreement dated as of July 3, 2007 (as amended or otherwise modified from time to time, (the "Trademark Security Agreement"), in favor of WELLS FARGO FOOTHILL INC. (the "Agent");

WHEREAS, pursuant to the Trademark Security Agreement, each Grantor has granted to the Agent, for the benefit of the Lender Group and the Bank Product Providers (as defined in the Trademark Security Agreement) a continuing first priority security interest in all right, title and interest of such Grantor in, to and under the following, whether then existing or thereafter created or acquired (collectively, the "Trademark Collateral"): (i) all of such Grantor's Trademarks (as defined in the Trademark Security Agreement) and rights in and to Trademark Intellectual Property Licenses (as defined in the Trademark Security Agreement) to which it is a party; (ii) all restorations, reversions or extensions of the foregoing; and (iii) all products and proceeds of the foregoing, including any claim by such Grantor against third parties for past, present or future infringement or dilution of any such Trademark or any Trademark licensed under any Intellectual Property License, to secure the payment and performance of the Secured Obligations (as defined in the Trademark Security Agreement);

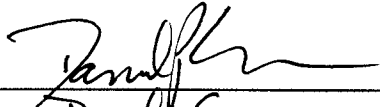
WHEREAS, Grantor has created or acquired the New Trademarks;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, each Grantor hereby confirms, acknowledges and affirms its grant to the Agent of a security interest in the Trademark Collateral, including, without limitation, in the New Trademarks, to secure the prompt payment and performance of the Secured Obligations.

The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Agent with respect to the Trademark Collateral, including, without limitation, the New Trademarks, are more fully set forth in the Security Agreement (as defined in the Trademark Security Agreement), the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

IN WITNESS WHEREOF, each Grantor has caused this Confirmation of Security Interest Grant (Trademarks) to be duly executed by its officer thereunto duly authorized as of August 31, 2009.

**TAKE-TWO INTERACTIVE SOFTWARE,
INC.**

By: 
Name: Daniel Emerson
Title: VP

SCHEDULE 1A TO CONFIRMATION OF SECURITY INTEREST GRANT
(TRADEMARKS)

(TRADEMARK APPLICATIONS)

COUNTRY	Trademark	Serial No.	Class(es)	STATUS
UNITED STATES	GTATV	77/669,443	38,41	Pending
UNITED STATES	ROCKSTAR TV	77/669,436	38, 41	Pending
UNITED STATES	REPUBLICAN SPACE RANGERS	77/678,236	41	Pending
UNITED STATES	LIVING ROSTERS	77/693,245	9	Pending
UNITED STATES	IRRATIONAL BOSTON	77/701,331	9,41	Pending
UNITED STATES	GRAND THEFT AUTO IV: THE LOST AND DAMNED	77/706,451	9	Published
UNITED STATES	GRAND THEFT AUTO IV: THE LOST AND DAMNED	77/707,211	41	Published
UNITED STATES	BIOSHOCK	77/709,902	25	Pending
UNITED STATES	ROCKSTAR and Design	77/715,935	25	Pending
UNITED STATES	R (DESIGN)	77/616,897	9 ,35	Pending
UNITED STATES	ROCKSTAR LOFT	77614,814	35 ,41	Pending
UNITED STATES	R (DESIGN)	77614,900	41	Pending
UNITED STATES	ROCKSTAR GAMES	77/614,881	41	Pending
UNITED STATES	R (DESIGN)	77/616,894	25	Pending
UNITED STATES	R (DESIGN)	77/616,901	41	Pending
UNITED STATES	R (DESIGN)	77/616,905	38	Pending
UNITED STATES	ROCKSTAR WAREHOUSE Logo	77/627,445	35	Pending
UNITED STATES	GRYPHON R Star Logo	77/627,435	35	Pending
UNITED STATES	R (DESIGN)	77/616,981	35 ,41	Pending
UNITED STATES	R (DESIGN)	77/636,344	16	Pending
UNITED STATES	YOUR GAME HERE	77/652,956	9 ,41	Pending